

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re</b>	:
	:
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	:
	:
<b>Debtors.</b>	:
	:
-----x	
	<b>Chapter 11 Case No.</b>
	<b>08-13555 (JMP)</b>
	<b>(Jointly Administered)</b>
	<b>Ref. Docket No. 6699</b>

**AFFIDAVIT OF SERVICE**

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK    )

SAMUEL GARCIA, being duly sworn, deposes and says:

1. I am employed as a Noticing Coordinator by Epiq Bankruptcy Solutions, LLC, located at 757 Third Avenue, New York, New York 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
2. I caused to be served the:
  - a. "Notice of Filing of Motion for an Order Approving Certain Restrictions and Procedures Applicable to Transfers of the Debtors' Securities," dated January 19, 2010, to which is attached the "Debtors' Motion Pursuant to Sections 105(a) and 362 of the Bankruptcy Code for Approval of Certain Restrictions and Procedures Applicable to Transfers of the Debtors' Securities," dated January 19, 2010 [Docket No. 6699], (the "NOL Motion"), and
  - b. "Notice of Filing of Motion for an Order Approving Certain Restrictions and Procedures Applicable to Transfers of the Debtors' Securities," dated January 19, 2010, annexed hereto as Exhibit A, (the "Notice of Filing of Motion"), and

by causing true and correct copies of the:

- a. NOL Motion, to be enclosed securely in separate postage-prepaid envelopes and delivered via overnight mail to those parties listed on the attached Exhibit B, on January 19, 2010,
- b. NOL Motion, to be delivered via electronic mail to those parties listed on the attached Exhibit C, on January 19, 2010,

- c. Notice of Filing of Motion, to be enclosed securely in separate postage-prepaid envelopes and delivered via first class mail to those parties listed on the attached Exhibit D, on January 20, 2010, and
  - d. Notice of Filing of Motion, enclosed securely in a postage-prepaid envelope and delivered via first class mail to HSBC Bank, USA CTLA – Structured Finance, Attn: Thomas Musara, 10 East 40th Street, Floor 14, New York, NY 10016, on January 22, 2010.
3. All envelopes utilized in the service of the foregoing contained the following legend:  
“LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO ATTENTION OF  
ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT.”

Sworn to before me this  
25<sup>th</sup> day of January, 2010  
/s/ Elli Petris

Notary Public, State of New York  
No. 01PE6175879  
Qualified in Nassau County  
Commission Expires October 22, 2011

/s/ Samuel Garcia  
Samuel Garcia

## **EXHIBIT A**

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Shai Y. Waisman

Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re</b>	: <b>Chapter 11 Case No.</b>
	:
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	: <b>08-13555 (JMP)</b>
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
-----X	

**NOTICE OF FILING OF MOTION FOR AN ORDER  
APPROVING CERTAIN RESTRICTIONS AND PROCEDURES  
APPLICABLE TO TRANSFERS OF THE DEBTORS' SECURITIES**

TO ALL PERSONS OR ENTITIES WITH SECURITIES OF LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES WHOSE CASES UNDER CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE ARE, OR SUBSEQUENTLY BECOME, JOINTLY ADMINISTERED WITH CASE NO. 08-13555 (JMP)<sup>1</sup>:

PLEASE TAKE NOTICE that on September 15, 2008 (the "Commencement Date") and periodically thereafter, Lehman Brothers Holdings, Inc. ("LBHI") and its subsidiaries in the above-referenced chapter 11 cases, as debtors and debtors in possession (the "Debtors") and, collectively with LBHI's wholly-owned non-debtor domestic subsidiaries, "Lehman"), commenced a case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Section 362(a) of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors' estates or of property from the Debtors' estates or to exercise control over property of the Debtors' estates.

PLEASE TAKE FURTHER NOTICE that on November 5, 2008, pursuant to that certain *Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code Approving Certain Transfers of Interests in the Debtors' Estates and Establishing Notification Procedures Relating Thereto*, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") found that Lehman's consolidated net operating loss tax carryforwards

<sup>1</sup> All capitalized terms not expressly defined herein shall have the meaning ascribed to them in the Motion.

(“NOLs”) and certain other tax attributes (together with NOLs, the “Tax Attributes”) are property of the Debtors’ estates and are protected by the automatic stay prescribed in section 362 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that on January 19, 2010, the Debtors filed a motion (the “Motion”) with the Bankruptcy Court, having jurisdiction over these chapter 11 cases, to consider entry of an order (the “Order”) (i) finding that under certain circumstances the unrestricted accumulation of Securities (as hereinafter defined) could, following a chapter 11 plan of the Debtors (or successors thereto), severely limit the Debtors’ (or their successors’) ability to use the Tax Attributes for purposes of the Internal Revenue Code of 1986, as amended (the “Tax Code”); and (ii) approving the restrictions and procedures as set forth herein to preserve the Tax Attributes pursuant to sections 105(a) and 362(a) of the Bankruptcy Code. **The Debtors are requesting that the relief be effective as of the date of the filing of the Motion (the “Motion Date”). IF THE REQUESTED RELIEF IS GRANTED, ANY ACQUISITION, DISPOSITION OR OTHER TRANSFER IN VIOLATION OF THE RESTRICTIONS SET FORTH IN THE ORDER SHALL BE NULL AND VOID *AB INITIO* AS AN ACT IN VIOLATION OF THE AUTOMATIC STAY UNDER SECTIONS 105(A) AND 362 OF THE BANKRUPTCY CODE.**

PLEASE TAKE FURTHER NOTICE that a copy of the Motion can be found on the Debtors’ website: <http://www.lehman-docket.com>.

PLEASE TAKE FURTHER NOTICE that the following restrictions and procedures, if approved by the Bankruptcy Court, shall apply to the accumulation of and trading in THE DEBTORS’ SECURITIES, effective *nunc pro tunc* to the date of the filing of the Motion:<sup>2</sup>

**1**     Notice of 382(l)(5) Plan; Amended Notice of 382(l)(5) Plan.

- (a)     Notice of 382(l)(5) Plan. Upon filing a chapter 11 plan and disclosure statement that contemplates the potential utilization of section 382(l)(5) of the Tax Code (a “382(l)(5) Plan”), the Debtors may, if, after consultation with their attorneys and advisors and the attorneys and advisors for the Creditors’ Committee, they determine that the application of section 382(l)(5) of the Tax Code is reasonably likely to be beneficial to the reorganized Debtors (or any successors thereto), (i) publish (or arrange for publication of) a notice and provide a written notice to the Notice Parties, disclosing the filing of such 382(l)(5) Plan and the potential issuance of a Sell-Down Notice (as defined in Paragraph 3(a) below) in connection therewith on the Debtors’ website: <http://www.lehman-docket.com> and in the national editions of *The Wall Street Journal* and *The New York Times* (a “Notice of 382(l)(5) Plan”), (ii) identify the classes of Securities that are potentially subject to a Sell-Down Notice and (iii) identify the applicable

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<sup>2</sup> Capitalized terms used in Paragraphs 1 – 7 have the meaning ascribed in Paragraph 7, if not otherwise defined herein.

Threshold Amounts (by class or other applicable breakdown) for status as a Substantial Securityholder.

- (b) Amended Notice of 382(l)(5) Plan. The Debtors may determine subsequent to the date of the Notice of 382(l)(5) Plan or an Amended Notice of 382(l)(5) Plan (as defined below), to (i) adjust the Threshold Amount or (ii) identify additional classes of Securities that are potentially subject to a Sell-Down Notice. In that case, the Debtors shall publish and provide notice of such additional amount and/or such additional class of Securities in the same manner as the Notice of 382(l)(5) Plan and such notice shall be an “Amended Notice of 382(l)(5) Plan.” The Amended Notice of 382(l)(5) Plan shall require (x) any person or Entity that previously filed a Notice of Substantial Securityholder Status to update information regarding such Substantial Securityholder’s Beneficial Ownership of Securities and (y) any person or Entity that is a Substantial Securityholder as of the date of the most recent Amended Notice of 382(l)(5) Plan, but that was not previously required to file a Notice of Substantial Securityholder Status (an “Additional Substantial Securityholder”), to file with the Bankruptcy Court and serve upon the Debtors’, the attorneys for the Debtors and the attorneys for the Creditors’ Committee, a notice of such status in the manner prescribed in Paragraph 2 below within ten (10) days of the date of the Amended Notice of 382(l)(5) Plan.
- (c) Early Notice. The Debtors reserve the right, in order to assist in determining their eligibility for section 382(l)(5) of the Tax Code, to request in a manner consistent with the publication of the Notice of 382(l)(5) Plan described above, information regarding the Beneficial Ownership of Securities prior to the filing of the Notice of 382(l)(5) Plan.

- 2 Notice of Substantial Securityholder Status. Following a request for Beneficial Ownership information pursuant to (i) a Notice of 382(l)(5) Plan, (ii) an Amended Notice of 382(l)(5) Plan or (iii) Paragraph 1(c) above, any person or Entity that as of the date such request is made (the “Request Date”) is or becomes a Substantial Securityholder shall file with the Bankruptcy Court and serve upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors’ Committee, a notice of such status (a “Notice of Substantial Securityholder Status”), in the form annexed to the Motion as Exhibit D, within ten (10) days of the later of (i) the Request Date and (ii) the date such person becomes a Substantial Securityholder. At the holder’s election, the Notice of Substantial Securityholder Status that is filed with the Bankruptcy Court (but not such notice served upon the Debtors, the attorneys for the Debtors or the attorneys for the Creditors’ Committee) may be redacted to exclude such holder’s taxpayer identification number and the aggregate dollar amount of Securities that such holder Beneficially Owns.

**3** Sell-Down Notices.

- (a) Sell-Down Notices. Following the issuance of a Notice of 382(l)(5) Plan, but no earlier than sixty (60) days prior to the then-scheduled hearing with respect to the 382(l)(5) Plan, if the Debtors determine it to be reasonably necessary to require the sale or transfer of all or a portion of the Beneficial Ownership of Securities held by a Substantial Securityholder on the basis that such sale or transfer is appropriate to reasonably ensure that the requirements of section 382(l)(5) of the Tax Code will be satisfied, and either the Creditors' Committee or the Bankruptcy Court similarly so determines, the Debtors may file a motion requesting that the Bankruptcy Court enter an order (the "Sell-Down Order") approving the issuance of a notice (the "Sell-Down Notice") that such Substantial Securityholder must sell, cause to sell or otherwise transfer all or a portion of its Beneficial Ownership of Securities (by class or other applicable breakdown) in excess of the Maximum Amount for such Substantial Securityholder (such excess amount, an "Excess Amount") to Permitted Transferees. If the Bankruptcy Court enters a Sell-Down Order approving the Debtors' issuance of a Sell-Down Notice, the Debtors shall provide a copy of such Sell-Down Order to the applicable Substantial Securityholders.
- (b) Requirement to Sell Down. Prior to (i) the effective date of the 382(l)(5) Plan or (ii) such earlier date set forth in the Sell-Down Order, which shall not be earlier than the day after the entry of the order confirming the 382(l)(5) Plan as may be specified by the Debtors (the "Sell-Down Date"), each Substantial Securityholder shall sell, cause to sell or otherwise transfer an amount of the Beneficial Ownership of Securities (if any) necessary to comply with the Sell-Down Notice (the "Sell-Down"); provided, however, that notwithstanding anything to the contrary in the Order and for the avoidance of doubt, no Substantial Securityholder shall be required to sell, cause to sell or otherwise transfer any Beneficial Ownership of Securities if such sale would result in such holder having Beneficial Ownership of an aggregate amount of Securities (by class or other applicable breakdown) that is less than such holder's Protected Amount (as hereinafter defined). Each Substantial Securityholder shall sell, cause to sell or otherwise transfer its Beneficial Ownership of Securities subject to the Sell-Down to Permitted Transferees; provided however that such Substantial Securityholder shall not have a reasonable basis to believe that any such Permitted Transferee would own, immediately after the contemplated transfer, an Excess Amount of Securities.
- (c) Notice of Compliance. A Substantial Securityholder subject to the Sell-Down shall, within five (5) business days after the later of (i) entry of an order approving the 382(l)(5) Plan, (ii) the Sell-Down Date, and (iii) such other date specified in the Sell-Down Notice, as applicable, but in all events before the effective date of the 382(l)(5) Plan, and as a condition to

receiving Affected Equity, serve upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors' Committee, a notice substantially in the form annexed to the Motion as Exhibit E that such Substantial Securityholder has complied with the terms and conditions set forth in this Paragraph 3 and that such Substantial Securityholder does not and will not hold an Excess Amount of Securities as of the Sell-Down Date and at all times through the effective date of the 382(l)(5) Plan (the "Notice of Compliance"). Any Substantial Securityholder who fails to comply with this provision shall not receive Affected Equity with respect to any Excess Amount of Securities.

**4** Advance Approval of Acquisitions. Any proposed transfer or acquisition of Securities from and after the date of the Sell-Down Order shall be subject to the following advance approval procedures:

- (a) Acquisition of Securities. At least fifteen (15) business days prior to the proposed date of any transfer of Securities that would result in (i) an increase in the dollar amount of Securities Beneficially Owned by a Substantial Securityholder or (ii) any person or Entity becoming a Substantial Securityholder (a "Proposed Securities Acquisition Transaction"), such person, Entity, or Substantial Securityholder (each a "Proposed Securities Transferee") must file with the Bankruptcy Court and serve upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors' Committee, a Notice of Request to Purchase, Acquire, or Otherwise Accumulate a Security (a "Securities Acquisition Request"), in the form annexed to the Motion as Exhibit F, which describes specifically and in detail the intended acquisition of Securities, regardless of whether such transfer would be subject to the filing, notice, and hearing requirements of Bankruptcy Rule 3001. At the Proposed Securities Transferee's election, the Securities Acquisition Request that is filed with the Bankruptcy Court (but not such request served upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors' Committee) may be redacted to exclude such transferee's taxpayer identification number and the aggregate dollar amount of Securities that such transferee Beneficially Owns and proposes to purchase or otherwise acquire.
- (b) Approval Procedures. The Debtors may determine, in furtherance of the purposes of the provisions herein and after consultation with the attorneys for the Creditors' Committee, whether or not to approve a Securities Acquisition Request. A Securities Acquisition Request that is not approved in writing by the Debtors within ten (10) business days after the filing of a Securities Acquisition Request shall be deemed rejected.

**5** Equity Forfeiture Provision.

- (a) Equity Forfeiture Provision. Any Substantial Securityholder that violates its obligations under the Sell-Down Notice shall, pursuant to the Order, be

precluded from receiving, directly or indirectly, any consideration consisting of a beneficial ownership of equity (as determined in accordance with the applicable rules of section 382 of the Tax Code, including Options, whether or not treated as exercised under Treasury Regulation section 1.382-4) of the Debtors (or any successor to the Debtors, including as determined for U.S. federal income tax purposes) that is attributable to the Excess Amount of Securities for such Substantial Securityholder, including any consideration in lieu thereof, provided that such Substantial Securityholder may be entitled to receive any other consideration to which such holder may be entitled by virtue of holding Securities (the “Equity Forfeiture Provision”). Any purported acquisition of, or other increase in the Beneficial Ownership of, equity of the Debtors (or any successor) that is precluded by the Equity Forfeiture Provision will be an acquisition of “Forfeited Equity.” Any acquirer of Forfeited Equity shall, immediately upon becoming aware of such fact, return or cause to return the Forfeited Equity to the Debtors (or any successor to the Debtors) or, if all of the equity consideration properly issued to such acquirer and all or any portion of such Forfeited Equity shall have been sold prior to the time such acquirer becomes aware of such fact, such acquirer shall return or cause to return to the Debtors (or any successor to the Debtors) (i) any Forfeited Equity still held by such acquirer and (ii) the proceeds attributable to the sale of Forfeited Equity, calculated by treating the most recently sold equity as Forfeited Equity. Any acquirer that receives Forfeited Equity and deliberately fails to comply with the preceding sentence shall be subject to such additional sanctions as the Bankruptcy Court may determine. Any Forfeited Equity returned to the Debtors shall be distributed (including a transfer to charity) or extinguished, in the Debtors’ sole discretion, in furtherance of the 382(l)(5) Plan.

- (b) Notification Requirement. In effecting any sale or other transfer of Securities pursuant to a Sell-Down Notice, a Substantial Securityholder shall, to the extent that it is reasonably feasible to do so within the normal constraints of the market in which such sale takes place, notify the acquirer of such Securities of the existence of the Order and the Equity Forfeiture Provision (it being understood that, in all cases in which there is direct communication between a salesperson and a customer, including, without limitation, communication via telephone, e-mail, and instant messaging, the existence of the Order and the Equity Forfeiture Provision shall be included in such salesperson’s summary of the transaction).

**6** Miscellaneous.

- (a) No Disclosure of Participation. To permit reliance by the Debtors on Treasury Regulation section 1.382-9(d)(3), any Substantial Securityholder that participates in formulating any chapter 11 plan of or on behalf of the Debtors (which shall include, without limitation, making any suggestions

or proposals to the Debtors or their advisors with regard to such a plan), shall not, and shall not be asked to, disclose (or otherwise make evident unless compelled to do so by an order of a court of competent jurisdiction or some other applicable legal requirement) to the Debtors that any Securities in which such Substantial Securityholder has a Beneficial Ownership are Newly Traded Securities. For this purpose, the Debtors acknowledge and agree that the following activities shall not constitute participation in formulating a chapter 11 plan if, in pursuing such activities, the relevant Substantial Securityholder does not disclose (or otherwise make evident) to the Debtors that such Substantial Securityholder has Beneficial Ownership of Newly Traded Securities: filing an objection to a proposed disclosure statement or to confirmation of a proposed chapter 11 plan; voting to accept or reject a proposed chapter 11 plan; reviewing or commenting on a proposed business plan; providing information on a confidential basis to the attorneys for the Debtors or attorneys for the Creditors' Committee unconnected with the formulation of the chapter 11 plan; general membership on an official committee or an *ad hoc* committee; or taking any action required by the order of the Bankruptcy Court.

- (b) Confidentiality. Except to the extent necessary to demonstrate to the Bankruptcy Court the need for the issuance of a Sell-Down Notice, other than information contained in the Notice of Substantial Securityholder Status that is public or in connection with an audit or other investigation by the Internal Revenue Service ("IRS") or other taxing authority, the Debtors shall keep such notices and any additional information provided by a Substantial Securityholder pursuant to the Order strictly confidential and shall not disclose the identity of the Substantial Securityholder to any other person or Entity; provided, however, that the Debtors may disclose the identity of the Substantial Securityholder to its counsel and professional advisors and/or the counsel and professional advisors of the Creditors' Committee and of any other person(s) that are subject to a nondisclosure agreement with the Debtors, each of whom shall keep all such notices strictly confidential and shall not disclose the identity of the Substantial Securityholder to any other person or Entity subject to further order of the Bankruptcy Court; and provided, further, that to the extent the Debtors reasonably determine such confidential information is necessary to demonstrate to the Bankruptcy Court the need for the issuance of a Sell-Down Notice, the Debtors shall seek to file such confidential information (determined by, among other things, whether such information was redacted in any public filing) under seal.
- (c) Exception. No person or Entity shall be subject to the aforementioned provisions with respect to any transfer described in Treasury Regulation section 1.382-9(d)(5)(ii), provided that such transfer is not for a principal purpose of obtaining stock in the reorganized Debtors (or any successor) or permitting the transferee to benefit from the losses of the Debtors

within the meaning of Treasury Regulation section 1.382-9(d)(5)(iii); provided, further, that any such transferee who becomes a Substantial Securityholder shall file with the Bankruptcy Court, and serve upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors' Committee, a notice of such status in the manner prescribed in Paragraph 2 above within fifteen (15) business days of the later of (i) the day of the entry of the Order by the Bankruptcy Court and (ii) the date on which such person or Entity becomes a Substantial Securityholder.

**7** Definitions. For purposes of the Order, the following terms have the following meanings:

- (a) Affected Equity. "Affected Equity" means the stock or other equity of the reorganized Debtors (or their successors), including Options, to be issued and distributed pursuant to the 382(l)(5) Plan.
- (b) Applicable Percentage. "Applicable Percentage" means, if only one class of Affected Equity is to be issued pursuant to the terms of the 382(l)(5) Plan and holders within any class of Securities will receive a pro-rata distribution of the Affected Equity, 4.5% of the number of such shares or equity interests that the Debtors reasonably estimate will be issued at the effective date of such 382(l)(5) Plan, as determined for U.S. federal income tax purposes. If more than one class of Affected Equity is to be distributed pursuant to the terms of the 382(l)(5) Plan or holders with a class of Securities may receive a disproportionate distribution of such Affected Equity relative to other holders in the same class, the Applicable Percentage shall be determined by the Debtors in their reasonable judgment in a manner consistent with the estimated range of values for the equity to be distributed reflected in the valuation analysis set forth in the 382(l)(5) Plan and disclosure statement, and shall be expressed in a manner that makes clear the number of shares or other equity interests in each class of Affected Equity that would constitute the Applicable Percentage.
- (c) Beneficial Ownership. "Beneficial Ownership" of a Security shall mean:
  - (x) the beneficial ownership of a Security as determined in accordance with applicable rules under section 382 of the Tax Code (for such purpose, treating a Security as if it is stock), and, to the extent provided in those rules from time to time, shall include (A) direct and indirect ownership (determined without regard to the rule that treats stock of an Entity to which the constructive ownership rules apply as no longer owned by that Entity); and (B) ownership by a holder's family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of Securities and/or stock; and

(y) the beneficial ownership of an Option (irrespective of the purpose for which such option was issued, created or acquired).

For the avoidance of doubt, beneficial ownership of a Security also includes the beneficial ownership of any right to receive any equity consideration to be distributed in respect of a Security pursuant to a chapter 11 plan or applicable bankruptcy court order. Variations of the term “Beneficial Ownership” shall have correlative meanings.

- (d) Creditors’ Committee. The “Creditors’ Committee” shall mean any official committee of holders of unsecured Securities appointed pursuant to section 1102 of the Bankruptcy Code in the Debtors’ chapter 11 cases.
- (e) Entity. “Entity” shall have the meaning given to such term under Treasury Regulation section 1.382-3(a), including a group of persons who have a formal or informal understanding among themselves to make a coordinated acquisition.
- (f) Maximum Amount. “Maximum Amount” means for each person or Entity and by class or other applicable breakdown of Securities, the greater of (A) the applicable Threshold Amount and (B) the Protected Amount (if any) for such Substantial Securityholder.
- (g) Newly Traded Securities. “Newly Traded Securities” means Securities (i) with respect to which an Entity acquired Beneficial Ownership after the date that was 18 months before the Commencement Date; and (ii) that are not “ordinary course” claims, within the meaning of Treasury Regulations section 1.382-9(d)(2)(iv), of which the same Entity has always had Beneficial Ownership.
- (h) Notice Parties. “Notice Parties” shall mean (i) the Office of the United States Trustee for the Southern District of New York; (ii) the attorneys for the Creditors’ Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York, (vi) all parties who have requested notice in these chapter 11 cases in accordance with the amended order entered on February 13, 2009 governing case management and administrative procedures [Docket No. 2837]; (vii) parties who file notices of transfers of Securities under Bankruptcy Rule 3001(e)(2); and (viii) any indenture trustees or clearinghouses for Securities.
- (i) Option. An “Option” shall have the meaning given to such term under Treasury Regulation section 1.382-4(d)(9)(i), with respect to the acquisition of a Security or any consideration (including equity) distributed in respect of any Security pursuant to a chapter 11 plan or applicable bankruptcy court order.

- (j) Order. The “Order” shall mean the order, entered by the Bankruptcy Court, authorizing the implementation of these restrictions and procedures.
- (k) Permitted Transferee. A “Permitted Transferee” with respect to a Substantial Securityholder is a person that is not a Related Person and whose holding of a Security would not result in such Substantial Securityholder having Beneficial Ownership of such Security.
- (l) Protected Amount. “Protected Amount” means the amount of Securities (by class or other applicable breakdown) of which a holder had Beneficial Ownership on the Motion Date, increased by the amount of Securities of which such holder acquires, directly or indirectly, Beneficial Ownership pursuant to trades entered into before the Motion Date that had not yet closed as of the Motion Date minus the amount of Securities of which such holder sells, directly or indirectly, Beneficial Ownership pursuant to trades entered into before the Motion Date that had not yet closed as of the Motion Date.
- (m) Related Person. Persons (including Entities) are “Related Persons” if: (A) the person bears a relationship to the other person described in section 267(b) or 707(b) of the Tax Code, or (B) the persons are members of a group acting in concert with respect to the acquisition of Securities or equity in the reorganized Debtors.
- (n) Security. A “Security” shall be any claim against any of the Debtors, including, without limitation (i) any claim against any of the Debtors as a guarantor and (ii) the following classes of preferred stock of LBHI: (a) 5.94% Cumulative Preferred Stock, Series C; (b) 5.67% Cumulative Preferred Stock, Series D (c) 6.50% Cumulative Preferred Stock, Series F; (d) Floating Rate Cumulative Preferred Stock, Series G; and (e) 7.95% Non-Cumulative Perpetual Preferred Stock, Series J. In calculating the amount of any Securities hereunder, any applicable intercreditor agreements, including subordination agreements, shall be given effect in accordance with their terms. Nothing contained in this Paragraph 7(n) shall be deemed an admission of a party or be used by any party for any purpose other than compliance with the Order and shall not constitute an admission or evidence by any party with respect to Securities of the Debtors.
- (o) Substantial Securityholder. A “Substantial Securityholder” is any person or Entity that Beneficially Owns an aggregate dollar amount of Securities, or any Entity controlled by such person or Entity through which such person or Entity Beneficially Owns Securities, of more than the Threshold Amount.

For the avoidance of doubt, section 382 of the Tax Code, the Treasury Regulations promulgated thereunder, and all relevant IRS and judicial

authority shall apply in determining whether the Securities of several persons and/or Entities must be aggregated when testing for Substantial Securityholder status, treating Securities as if they were stock.

- (p) Tax Code. “Tax Code” means the Internal Revenue Code of 1986, as amended from time to time, and the Treasury Regulations promulgated thereunder.
  - (q) Threshold Amount. “Threshold Amount” means the amount of Securities, as set forth in the Notice of 382(l)(5) Plan (as revised by any Amended Notice of 382(l)(5) Plan, as applicable) sufficient, in the determination of the Debtors, to entitle the Beneficial Owner thereof to the Applicable Percentage of the Affected Equity. The amount determined in the preceding sentence shall be disclosed in the Notice of 382(l)(5) Plan and may be adjusted thereafter as contemplated by this Order or any future order of the Bankruptcy Court.
  - (r) Treasury Regulations. “Treasury Regulations” means the U.S. Department of Treasury regulations promulgated under the Tax Code, as amended from time to time.
- 8 Noncompliance with the Trading Procedures. Any purchase, sale, or other transfer of Securities in violation of the procedures set forth herein shall be null and void *ab initio* and shall confer no rights on the transferee.
- 9 Debtors’ Right to Waive. The Debtors may waive, in writing, any and all restrictions, stays, and notification procedures contained in this Motion.

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004, on **February 10, 2010 at 10:00 a.m.** (Eastern Time) or as soon thereafter as counsel may be heard (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that any objection or response to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York, and (i) shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User’s Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court’s case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format and (ii) shall be served in accordance with General Order M-242, upon (A) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (B) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, (Attn: Shai Y. Waisman, Esq.), attorneys for the Debtors; (C) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall

Street, 21st Floor, New York, New York 10004 (Attn: Andy Velez-Rivera, Paul Schwartzberg, Brian Masumoto, Linda Riffkin, and Tracy Hope Davis); (D) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq.), attorneys for the official committee of unsecured creditors appointed in these cases; and (E) any person or entity entitled to receive notice of the Motion in these cases, so as to be actually filed and received no later than **February 3, 2010 at 4:00 p.m.** (Eastern Time) (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not filed and received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: January 19, 2010  
New York, New York

/s/ Shai Y. Waisman  
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BANC OF AMERICA SECURITIES LLC	DAVE HALESWORTH LIGHTHOUSE GROUP FUNDING, LLC 51 DEVRIES AVENUE SLEEPY HOLLOW NY 10591
BANK OF AMERICA, N.A.	C/O BANK OF AMERICA MERRILL LYNCH BANK OF AMERICA TOWER, 3RD FLOOR ONE BRYANT PARK ATTN: GARY COHEN, RONALD TOROK NEW YORK NY 10036
BARCLAYS BANK PLC	745 SEVENTH AVENUE NEW YORK NY 10019 USA
BARCLAYS BANK PLC	KAPITALANLAGEGESELLSCHAFT MBH. (FUND AKM1) 745 SEVENTH AVENUE NEW YORK NY 10019 USA
BARCLAYS BANK PLC	KAPITALANLAGEGESELLSCHAFT MBH. (FUND BORGIA), C/O DRRT 745 SEVENTH AVENUE NEW YORK NY 10019 USA
BARCLAYS BANK PLC	745 SEVENTH AVENUE ATTN: DAVID AUGHEY & JESSICA FAINMAN NEW YORK NY 10019
BLACK RIVER EMERGING MARKETS CREDIT FUND LTD.	C/O BLACK RIVER ASSET MANAGEMENT LLC 12700 WHITEWATER DRIVE ATTN: MARK RABOGLIATTI MINNETONKA MN 55343
BLUE ANGEL CLAIMS LLC	ATTN: ANTHONY YOSELOFF, MANAGER 65 EAST 55TH STREET, 19TH FLOOR NEW YORK NY 10022
BLUE ANGEL CLAIMS LLC	C/O DAVIDSON KEMPNER CAPITAL MANGEMENT LLC 65 EAST 55TH STREET, 19TH FLOOR ATTN: JENNIFER DONOVAN NEW YORK NY 10022
BLUE ANGEL CLAIMS LLC	C/O DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC 65 EAST 55TH STREET, 19TH FLOOR ATTN: JENNIFER DONOVAN NEW YORK NY 10022
BLUE ANGEL CLAIMS LLC	C/O DAVIDSON KEMPNER CAPITAL MGMT LLC 65 EAST 55TH STREET, 19TH FLOOR ATTN: JENNIFER DONOVAN NEW YORK NY 10022
BLUE ANGEL CLAIMS LLC	C/O DAVIDSON KEMPNER CAPITAL MGMT LLC 65 EAST 55TH STREET, 19TH FLOOR NEW YORK NY 10022
BLUE ANGEL CLAIMS LLC	MANAGING CLERK RICHARDS KIBBE & ORBE LLP ONE WORLD FINANCIAL CENTER NEW YORK NY 10281
BLUE ANGEL CLAIMS LLC	MANAGING CLERK RICHARDS KIBBE & ORBE LLP ONE WORLD FINANCIAL CENTER NEW YORK NY 10281-1003
BOULBTEE (HELSINKI) AB	C/O EFM (SVERIGE) AB ATTN: MANAGING DIRECTOR AND CLIVE BOULTBEE BROOKS P.O. BOX 730 SE-721 20 VASTERAS SWEDEN SWEDEN
BOULTBEE (HELSINKI) AB	C/O EFM (SVERIGE) AB ATTN: MANAGING DIRECTOR AND CLIVE BOULTBEE BROOKS P.O. BOX 730 SE-721 20 VASTERAS SWEDEN SWEDEN
BOULTBEE (HELSINKI) AB	ATTN: ANTHONY YOSELOFF, MANAGER 65 EAST 55TH STREET, 19TH FLOOR NEW YORK NY

Claim Name	Address Information
BOULTBEE (HELSINKI) AB	10022
BOULTBEE (HELSINKI)AB	4092 HOLIDAY ST, NW CANTON OH 44718
C.V.I G.V.F. (LUX) MASTER S.A.R.L.. (UK)	C/O CARVAL INVESTORS UK LIMITED KNOWLE HILL PARK, FARIMILE LANE COBHAM, SURREY KT11 2PD UNITED KINGDOM
C.V.I G.V.F. (LUX) MASTER S.A.R.L.. (UK)	C/O CARVAL INVESTORS UK LIMITED KNOWLE HILL PARK, FARIMILE LANE COBHAM, SURREY KT11 2PD UNITED KINGDOM
C.V.I. G.V.F. (LUX) MASTER S.A.R.L.	11-13 BOULEVARD DE LA FOIRE LUXEMBOURG L 1528 LUXUMBOURG
C.V.I. G.V.F. (LUX) MASTER S.A.R.L.	C/O CARVAL INVESTORS UK LTD KNOWLE HILL PARK, FAIR MILE LANE COBHAM SURREY KT11 2PD UK
C.V.I. G.V.F. (LUX) MASTER S.A.R.L.	C/O CARVAL INVESTORS UK LIMITED KNOWLE HILL PARK, FARIMILE LANE COBHAM, SURREY KT11 2PD UNITED KINGDOM
CBW LLC	CREDIT OFFSHORE MASTER FUND, LTD. AMANDA GOEHRING C/O ASHURST LLP 1 PENN PLAZA, 36TH FLOOR NEW YORK NY 10119
CBW LLC	AMANDA GOEHRING C/O ASHURST LLP 1 PENN PLAZA, 36TH FLOOR NEW YORK NY 10119
CBW LLC	RICHARDS KIBBE & ORBE LLP ONE WORLD FINANCIAL CENTER ATTN: MANAGING CLERK NEW YORK NY 10281-1003
CITIGROUP FINANCIAL PRODUCTS INC.	C/O CITIBANK, N.A. ATTN: BRIAN BLESSING 1615 BRETT ROAD OPS III NEW CASTLE DE 19720
CONTRARIAN FUNDS, LLC	ATTN: ALISA MUMOLA 411 WEST PUTNAM AVENUE, SUITE 425 GREENWICH CT 06830
CREDIT SUISSE LOAN FUNDING LLC	ATTN: ASHWINEE SAWH 11 MADISON AVENUE, 2ND FLOOR NEW YORK NY 10010
CREDIT SUISSE LOAN FUNDING LLC	ELEVEN MADISON AVENUE ATTN: PAUL GILMORE, ESQ. NEW YORK NY 10010
CREDIT SUISSE SECURITIES (USA) LLC	ELEVEN MADISON AVENUE ATTN: TERRI LABARBERA NEW YORK NY 10010
CVI GVF (LUX) MASTER S.A.R.L.	C/O CARVAL INVESTORS UK LIMITED KNOWLE HILL PARK, FAIRMILE LANE COBHAM, SURREY KT11 2PD UNITED KINGDOM
D.E. SHAW COMPOSITE PORTFOLIOS, LLC	120 WEST 45TH STREET, 39TH FLOOR NEW YORK NY 10036
DEUTSCHE BANK AG, LONDON BRANCH	ATTN: HENG CHEAM AND CHRISTOPHER WONG 55/F CHEUNG KONG CENTER 2 QUEEN'S ROAD CENTRAL HONG KONG HONG KONG
DEUTSCHE BANK AG, LONDON BRANCH	DEUTSCHE BANK AG, HONK KONG BRANCH 55/F CHEUNG KONG CENTER 2 QUEEN'S ROAD CENTRAL ATTN: HENG CHEAM AND MARIA CHANG HONG KONG HONG KONG
DEUTSCHE BANK AG, LONDON BRANCH	ATTN: MICHAEL SUTTON WINCHESTER HOUSE, 1 GREAT WINCHESTER ST LONDON EC2N 2DB UNITED KINGDOM
DEUTSCHE BANK AG, LONDON BRANCH	ATTN: JEFFREY OLINSKY 60 WALL ST., 3RD FLOOR NEW YORK NY 10005
DEUTSCHE BANK AG, LONDON BRANCH	ATTN: RICH VICH AIDITH 60 WALL ST., 3RD FLOOR NEW YORK NY 10005
DEUTSCHE BANK AG, LONDON BRANCH	WINSTON & STRAWN LLP ATTN: DAVID NEIER, ESQ. 200 PARK AVENUE NEW YORK NY 10166
DEUTSCHE BANK AG, LONDON BRANCH (UK)	ATTN: MICHAEL SUTTON WINCHESTER HOUSE, 1 GREAT WINCHESTER ST LONDON EC2N 2DB UNITED KINGDOM
DEUTSCHE BANK AG, LONDON BRANCH (UK)	ATTN: MICHAEL SUTTON / SIMON GLENNIE WINCHESTER HOUSE, 1 GREAT WINCHESTER ST LONDON EC2N 2DB UNITED KINGDOM
ELLIOTT ASSOCIATES, L.P.	712 5TH AVE, 35TH FLR ROSS ROSEN NEW YORK NY 10019
ELLIOTT INTERNATIONAL, L.P.	712 5TH AVENUE, 35TH FLR ATTN: ROSS ROSEN NEW YORK NY 10019
ETON PARK FUND, L.P.	EATON PARK MASTER FUND, LTD. 399 PARK AVENUE, 10TH FLR NEW YORK NY 10022
ETON PARK FUND, L.P.	EATON PARK MASTER FUND, L.P. 399 PARK AVENUE, 10TH FLOOR NEW YORK NY 10022
FONDAZIONE ENASARCO	VIA ANTONIOTTO USIDIMARE ATTN: MARCO DIVITO ROMA 31,00154 ITALY
GFA I LLC	C/O ASHURST LLP 1 PENN PLAZA, 36TH FLOOR NEW YORK NY 10119
GOLDENTREE MASTER FUND II, LTD	300 PARK AVENUE, 21ST FLOOR ATTN: CHRISTOPHER J. DUNN NEW YORK NY 10022
GOLDENTREE MASTER FUND, LTD	300 PARK AVENUE, 21ST FLOOR ATTN: CHRISTOPHER J. DUNN NEW YORK NY 10022
GOLDMAN SACHS INTERNATIONAL	C/O GOLDMAN, SACHS & CO. 30 HUDSON STREET, 36TH FLOOR JERSEY CITY NJ 07302
GOLDMAN SACHS LENDING PARTNERS LLC	C/O GOLDMAN, SACHS & CO. 30 HUDSON STREET, 36TH FLOOR JERSEY CITY NJ 07302
GOLDMAN SACHS LENDING PARTNERS LLC	C/O GOLDMAN, SACHS & CO. ATTN: A. CADITZ 30 HUDSON STREET, 36TH FLOOR JERSEY CITY NJ 07302
GOLDMAN SACHS LENDING PARTNERS LLC	30 HUDSON STREET, 36TH FLOOR JERSEY CITY NJ 07302

Claim Name	Address Information
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GOLDMAN SACHS LENDING PARTNERS LLC	MANAGING CLERK RICHARDS KIBBE & ORBE LLP ONE WORLD FINANCIAL CENTER NEW YORK NY 10281-1003
GOLDMAN SACHS LENDING PARTNERS LLC	MANAGING CLERK RICHARDS KIBBE & ORBE LLC ONE WORLD FINANCIAL CENTER NEW YORK NY 10281-1003
GOLDMAN, SACHS & CO.	30 HUDSON STREET, 36TH FLOOR ATTN: ANDREW CADITZ JERSEY CITY NJ 07302
GOLDMAN, SACHS & CO.	30 HUDSON STREET, 36TH FLOOR ATTN: ADNREW CADITZ JERSEY CITY NJ 07302
GOLDMAN, SACHS & CO.	30 HUDSON STREET, 36TH FLOOR JERSEY CITY NJ 07302
GOLDMAN, SACHS & CO.	MANAGING CLERK RICHARDS KIBBE & ORBE LLP ONE WORLD FINANCIAL CENTER NEW YORK NY 10281-1003
GOLDMAN, SACHS & CO.	MANAGINC CLERK RICHARDS KIBBE & ORBE LLP ONE WOLRD FINANCIAL CENTER NEW YORK NY 10281-1003
GOLDMAN, SACHS & CO.	MANAGINC CLERK RICHARDS KIBBE & ORBE LLP ONE WORLD FINANCIAL CENTER NEW YORK NY 10281-1801
GTAM FUND I, LTD	300 PARK AVENUE, 21ST FLOOR ATTN: CHRISTOPHER J. DUNN NEW YORK NY 10022
HAIN CAPITAL GROUP, LLC	ATTN: ROBERT KOLTAI 201 ROUTE 17, SUITE 300 RUTHERFORD NJ 07070
HYBRID CAPITAL K.K.	ATTN: TETSUYA MORIMOTO 1-19-1 KANDA-NISHIKICHO CHIYODA-KU TOKYO 101-0054 JAPAN
JPMORGAN CHASE BANK, N.A.	4 NEW YORK PLAZA 16TH FLOOR NEW YORK NY 10004
JPMORGAN CHASE BANK, N.A.	1 CHASE MANHATTAN PLAZA, FLOOR 26 ATTN: SUSAN MCNAMARA MAIL CODE: NY1-A436 NEW YORK NY 10004
JPMORGAN CHASE BANK, N.A.	4 NEW YORK PLAZA, 16TH FLOOR ATTN: ERIN M. FINEGAN NEW YORK NY 10004
JPMORGAN CHASE BANK, N.A.	4 NEW YORK PLAZA, 16TH FLOOR ATTN: JASON LEDDY, AUTHORIZED SIGNATORY NEW YORK NY 10004
KING STREET CAPITAL MASTER FUND, LTD	65 EAST 55TH STREET, 30TH FLOOR NEW YORK NY 10022
KING STREET CAPITAL MASTER FUND, LTD	SCOTT L. ESBIN ESBIN & ALTER, LLP 497 SOUTH MAIN STREET NEW CITY NY 10956
KING STREET CAPITAL MASTER FUND, LTD.	ESBIN & ALTER, LLP 497 SOUTH MAIN STREET ATTN: SCOTT L. ESBIN NEW YORK NY 10956
KING STREET CAPITAL, LP	65 EAST 55TH STREET, 30TH FLOOR NEW YORK NY 10022
KING STREET CAPITAL, LP	SCOTT L. ESBIN ESBIN & ALTER, LLP 497 SOUTH MAIN STREET NEW CITY NY 10956
KNIGHTHEAD MASTER FUND, L.P.	C/O KNIGHTHEAD CAPITAL MANAGEMENT ATTN: LAURA S. TORRADO 623 FIFTH AVENUE, 29TH FLOOR NEW YORK NY 10023
KNIGHTHEAD MASTER FUND, LP	& CO INTERNATIONAL PLC C/O KNIGHTHEAD CAPITAL MANAGEMENT, LLC 623 5TH AVE., 29TH FLOOR NEW YORK NY 10022
LBBW ASSET MANAGEMENT INVESTMENTGESELLSCHAFT MBH	KRONENSTR.20 STUTTGART 70173 GERMANY
LBBW ASSET MANAGEMENT INVESTMENTGESELLSCHAFT MBH	DOUGLAS P. BARTNER, ESQ. & SUSAN A. FENNESSEY, ESQ. SHEARMAN & STERLING LLP 599 LEXINGTON AVENUE NEW YORK NY 10022
LONGACRE MASTER FUND II, LP	810 SEVENTH AVENUE, 33RD FLOOR ATTN: VLADIMIR JELISAVCIC NEW YORK NY 100193
LONGACRE MASTER FUND, LTD.	810 SEVENTH AVENUE 33RD FLOOR NEW YORK NY 10019
LONGACRE OPPORTUNITY FUND, L.P.	810 SEVENTH AVENUE, 33RD FLOOR ATTN: VLADIMIR JELISAVCIC NEW YORK NY 10019
LONGACRE OPPORTUNITY FUND, L.P.	810 SEVENTH AVENUE 33RD FLOOR NEW YORK NY 100193
LONGACRE OPPORTUNITY FUND, L.P.	810 SEVENTH AVENUE, 33RD FLOOR ATTN: VLADIMIR JELISAVCIC NEW YORK NY 100193
LONGACRE OPPORTUNITY FUND, L.P.	RICHARDS KIBBE & ORBE LLP ATTN: MANAGING CLERK ONE WORLD FINANCIAL CENTER NEW YORK NY 10281-1003
MERRILL LYNCH CREDIT PRODUCTS, LLC	C/O BANK OF AMERICA MERRILL LYNCH BANK OF AMERICA TOWER, 3RD FLOOR ONE BRYANT PARK, ATTN: GARY COHEN, RONALD TOROK NEW YORK NY 10036
MERRILL LYNCH CREDIT PRODUCTS, LLC	C/O BANK OF AMERICA MERRILL LYNCH BANK OF AMERICA TOWER, 3RD FLOOR ONE BRYANT PARK ATT: GARY COHEN, RONALD TOROK NEW YORK NY 10036
MERRILL LYNCH INTERNATIONAL	MERRILL LYNCH FINANCIAL CENTRE 2, KING EDWARD STREET LONDON EC1A 1HQ UNITED

Claim Name	Address Information
MERRILL LYNCH INTERNATIONAL	KINGDOM
MERRILL LYNCH INTERNATIONAL	BANK OF AMERICA MERRILL LYNCH FIN CENTRE 2 KING EDWARD STREET LONDON EC1A 1HQ UNITED KINGDOM
MERRILL LYNCH INTERNATIONAL	ONE BRYANT PARK NEW YORK NY 10036
MERRILL LYNCH JAPAN SECURITIES CO. LTD	NIHONBASHI 1-CHOME BUILDING 1-4-1 NIHONBASHI, CHUO-KU TOKYO 103-8230 JAPAN
MORGAN STANLEY & CO. INTERNATIONAL PLC	25, CABOT SQUARE CANARY WHARF LONDON E14 4QA ENGLAND
MORGAN STANLEY & CO. INTERNATIONAL PLC	MICHAEL FRIEDMAN RICHARDS KIBBE & ORBE LLP ONE WOLRD FINANCIAL CENTER NEW YORK NY 10281
MORGAN STANLEY & CO. INTERNATIONAL PLC	MICHAEL FRIEDMAN, ESQ RICHARDS KIBB & ORBE LLP ONE WORLD FINANCIAL CENTER NEW YORK NY 10281
MORGAN STANLEY & CO. INTERNATIONAL PLC	MICHAEL FRIEDMAN, ESQ. RICHARDS KIBBE & ORBE LLP ONE WORLD FINANCIAL CENTER NEW YORK NY 10281
MORGAN STANLEY & CO. INTERNATIONAL PLC	MICHAEL FRIEDMAN, ESQ. RICHARDS KIBBE & ORB LLP ONE WORLD FINANCIAL CENTER NEW YORK NY 10281
MORGAN STANLEY & CO. INTERNATIONAL PLC	MICHAEL FRIEDMAN RICHARDS KIBBE & ORBE LLP ONE FINANCIAL CENTER NEW YORK NY 10281
MORGAN STANLEY & CO. INTERNATIONAL PLC	RICHARDS KIBB & ORBE L.L.P. ONE WORLD FINANCIAL CENTER ATTN: MANAGING CLERK NEW YORK NY 10281-1003
MORGAN STANLEY SENIOR FUNDING, INC.	C/O MORGAN STANLEY & CO. INC. 1585 BROADWAY ATTN: DONNA SOUZA NEW YORK NY 10036
MOUNT KELLETT MASTER FUND II, L.P.	623 FIFTH AVENUE, 18TH FLOOR NEW YORK NY 10022
NOMURA INTERNATIONAL PLC	25 BANK STREET ATTN: MATTHEW WADHAMS LONDON E14 5LS UNITED KINGDOM
OAKTREE HUNTINGTON INVESTMENT FUND, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE, 28TH FLOOR ATTN: ANNETTE SING LOS ANGELES CA 90071
OAKTREE HUNTINGTON INVESTMENT FUND, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE, 28TH FLOOR LOS ANGELES CA 90071
OAKTREE HUNTINGTON INVESTMENT FUND, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE, 28TH FLOOR ATTN: PENNY ROBBINS LOS ANGELES CA 90071
OAKTREE OPPORTUNITIES FUND VIII DELAWARE, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE., 28TH FLOOR ATTN: PENNY ROBBINS LOS ANGELES CA 90071
OAKTREE OPPORTUNITIES FUND VIII DELAWARE, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE., 28TH FLOOR LOS ANGELES CA 90071
OCM OPPORTUNITIES FUND VII DELAWARE, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE., 28TH FLOOR LOS ANGELES CA 90071
OCM OPPORTUNITIES FUND VIIB DELAWARE, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE., 28TH FLOOR LOS ANGELES CA 90071
OCM OPPORTUNITIES FUND VIIB DELAWARE, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE., 28TH FLOOR ATTN: ANNETTE SING LOS ANGELES CA 90071
OCM OPPORTUNITIES FUND VIIB DELAWARE, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE., 28TH FLOOR ATTN: PENNY ROBBINS LOS ANGELES CA 90071
OCM OPPORTUNITIES FUND VIII DELAWARE, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE., 28TH FLOOR ATTN: ANNETTE SING LOS ANGELES CA 90071
OCM OPPORTUNITIES FUND VIII DELAWARE, LP	C/O OAKTREE CAPITAL MANAGEMENT, LP 333 SOUTH GRAND AVE., 28TH FLOOR LOS ANGELES CA 90071
ONEX CREDIT PARTNERS, LLC	910 SYLVAN AVENUE, SUITE 100 ENGLEWOOD CLIFFS NJ 07632
PIMCO REAL RETURN FUN	A SERIES TRUST OF PIMCO BERMUDA TRUST BUTTERFIELD HOUSE, FORT STREET PO BOX 2330 GEORGETOWN GRAND CAYMAN CAYMAN ISLANDS
PIMCO REAL RETURN FUND	A SERIES TRUST OF PIMCO BERMUDA TRUST BUTTERFIELD HOUSE, FORT STREET PO BOX 2330 GEORGETOWN GRAND CAYMAN CAYMAN ISLANDS
POWER SECTOR ASSETS AND LIABILITIES MGMT CORP.	JOHN YEAP PINSENT MASONS 50TH FLOOR, CENTRAL PLAZA 18 HARBOUR ROAD HONG KONG SAR HONG KONG
POWER SECTOR ASSETS AND LIABILITIES MGMT CORP.	BANKMER BUILDING, 7TH FLOOR 6756 AYALA AVE. ATTN: MARIA LUZ L CAMINERO MAKATI CITY PHILIPPINES

Claim Name	Address Information
POWER SECTOR ASSETS AND LIABILITIES MGMT CORP.	ATTN: MARIA LUZ L CAMINERO, VP & GENERAL COUNSEL BANKMER BUILDING, 7TH FLOOR 6756 AYALA AVE. MAKATI CITY PHILIPPINES
PUBLIC EMPLOYEES' RETIREMENT ASSOCIATION OF COLORA	PERA LEGAL DEPARTMENT 1300 LOGAN STREET ATTN: GREG SMITH AND JENNIFER KABAT DENVER CO 80203-2386
PUBLIC EMPLOYEES' RETIREMENT ASSOCIATION OF COLORA	PERA LEGAL DEPARTMENT 1300 LOGAN STREET ATTN: GREG SMITH, JENNIFER KABAT DENVER CO 80203-2386
R3 CAPITAL PARTNERS MASTER, L.P.	55 EAST 52ND STREET, 6TH FLOOR ATTN: ROSS ROSENFELT NEW YORK NY 10055
SERENGETI OVERSEAS LTD.	C/O SERENGETI ASSET MANAGEMENT LP ATTN: S CHOUDHURY, 632 BROADWAY, 12TH FL NEW YORK NY 10012
SERENGETI OVERSEAS LTD.	RICHARDS KIBBE & ORBE LLP ATTN: MANAGING CLERK ONE WORLD FINANCIAL CENTER NEW YORK NY 10281-1003
SERENGETI PARTNERS LP	C/O SERENGETI ASSET MANAGEMENT LP ATTN: S CHOUDHURY, 632 BROADWAY, 12TH FL NEW YORK NY 10012
SERENGETI PARTNERS LP	RICHARDS KIBBE & ORBE LLP ATTN: MANAGING CLERK ONE WORLD FINANCIAL CENTER NEW YORK NY 10281-1003
SPCP GROUP, L.L.C.	TIM GLEDHILL/JERRY DE MELO SOLENT CAPITAL PARTNERS LLP 30 CHARLES II STREET LONDON SW1Y 4AE
SPCP GROUP, L.L.C.	ATTN: BRIAN JARMAN 2 GREENWICH PLAZA, 1ST FLOOR GREENWICH CT 06830
SPCP GROUP, L.L.C.	AS AGENT FOR SILVER POINT CAPITAL FUND, LP AND SILVER POINR CAPITAL OFFSHORE FUND, LTD TWO GREENWICH PLAZA, ATTN: BRIAN A. JARMAN GREENWICH CT 06830
SPCP GROUP, L.L.C.	AS AGENT FOR SILVER POINT CAPITAL FUND, LP AND SILVER POINT CAPITAL OFFSHORE FUND, LTD TWO GREENWICH PLAZA, ATTN: BRIAN A. JARMAN GREENWICH CT 06830
SPCP GROUP, L.L.C.	AS AGENT FOR SILVER POINT CAPITAL FUNDS, LP AND SILVER POINT CAPITAL OFFSHORE FUND, LTD. TWO GREENWICH PLAZA ATTN: BRIAN A. JARMAN GREENWICH CT 06830
SPCP GROUP, L.L.C.	AS AGENT FOR SILVER POINT CAPITAL FUND LP AND SILVER CAPITAL OFFSHORE FUND, LTD TWO GREENWICH PLAZA, ATTN: BRIAN A. JARMAN GREENWICH CT 06830
SPCP GROUP, L.L.C.	ATTN: BRIAN JARMAN 600 GREENWICH PLAZA GREENWICH CT 08630
SPCP GROUP, L.L.C.	DAY PITNEY LLP ATTN: RONALD S. BEACHER, ESQ. 7 TIMES SQUARE NEW YORK NY 10036
SPCP GROUP, L.L.C.	RONALD S. BEACHER, ESQ. DAY PITNEY LLP 7 TIMES SQUARE NEW YORK NY 10036
SPCP GROUP, L.L.C.	RONALD S. BEACHER, ESQ. DAY PITNEY LLP 7 TIMES SQUARE NEW YORK NY 10036
SPCP GROUP, L.L.C.	RONALD S. BEACHER, ESQ. DAY PITNEY 7 TIMES SQUARE NEW YORK NY 10036
STANDARD BANK PLC	20 GRESHAM STREET LONDON EC2V 7JE UNITED KINGDOM
STONE LION CAPITAL PARTNERS L.P.	461 5TH AVENUE, 14TH FLOOR NEW YORK NY 10017
STRATEGIC VALUE MASTER FUND, LTD.	RICHARDS KIBBE & ORBE LLP ATTN: MANAGING CLERK ONE WORLD FINANCIAL CENTER NEW YORK NY 10281-1003
STRATEGIC VALUE MASTER FUND, LTD.	C/O STRATEGIC VALUE PARTNERS, LLC ATTN: MARC SILEO, 100 WEST PUTNAM AVENUE GREENWICH CT 06380
SWISS RE FINANCIAL PRODUCTS COMPANY	C/O SWISS RE SERVICES LIMITED 30 ST. MARY AXE ATTN: NICHOLAS RAYMOND LONDON EC3A 8EP UNITED KINGDOM
SWISS RE FINANCIAL PRODUCTS CORPORATION	C/O SWISS RE SERVICES LIMITED 30 ST. MARY AXE ATTN: NICHOLAS RAYMOND LONDON EC3A 8EP UNITED KINGDOM
SWISS RE FINANCIAL PRODUCTS CORPORATION	C/O SWISS RE SERVICES LIMITED 30 ST. MARY AXE ATTN: NICHOLAS RAYMOND LONDON EC3A 8EP UNITED KINGDOM
THE ROYAL BANK OF SCOTLAND PLC	RBS GLOBAL BANKING & MARKETS 600 WASHINGTON BLVD. ATTN: JON WEISS STAMFORD CT 06901
THE ROYAL BANK OF SCOTLAND, PLC	600 WASHINGTON BOULEVARD ATTN: MATTHEW ROSENCRANS STAMFORD CT 06910
THE ROYAL BANK OF SCOTLAND, PLC	RICHARDS KIBBE & ORBE LLP ONE WORLD FINANCIAL CENTER ATTN: MANAGING CLERK NEW YORK NY 10281-1003
THE SEAPORT GROUP LLC PROFIT SHARING PLAN	360 MADISON AVENUE, 22ND FLOOR ATTN: JON SILVERMAN NEW YORK NY 10017
TPG-AXON PARTNERS (OFFSHORE), LTD.	C/O TPG-AXON CAPITAL MANAGEMENT, L.P. ATTN: MIA HARDING 888 SEVENTH AVENUE, 38TH FLOOR NEW YORK NY 10019

Claim Name	Address Information
TPG-AXON PARTNERS (OFFSHORE), LTD.	CADWALADER, WICKERSHAM & TAFT LLP ATTN: STEVEN LOFCHIE ONE WORLD FINANCIAL CENTER NEW YORK NY 10281
TPG-AXON PARTNERS, L.P.	C/O TPG-AXON CAPITAL MANAGEMENT, L.P. ATTN: MIA HARDING 888 SEVENTH AVENUE, 38TH FLOOR NEW YORK NY 10019
TPG-AXON PARTNERS, L.P.	CADWALADER, WICKERSHAM & TAFT LLP ATTN: STEVEN LOFCHIE ONE WORLD FINANCIAL CENTER NEW YORK NY 10281
VARDE INVESTMENT PARTNERS, LP	8500 NROMANDALE LAKE BLVD., SUITE 1500 MINNEAPOLIS MN 55437
VARDE INVESTMENT PARTNERS, LP	8500 NROMANDALE LAKE BLVD., SUITE 1500 ATTN: EDWINA P.J. STEFFER MINNEAPOLIS MN 55437
VONWIN CAPITAL MANAGEMENT, L.P.	ROGER VON SPIEGEL, MANAGING DIRECTOR 261 FIFTH AVENUE, 22ND FLOOR NEW YORK NY 10016

<b>Total Creditor Count 169</b>
---------------------------------

THE DEPOSITORY TRUST CO.  
55 WATER STREET  
25TH FLOOR  
NEW YORK, NY 10004

CLEARSTREAM BANKING LUXEMBOURG  
42 BOULEVARD JOHN F. KENNEDY  
1855 LUXEMBOURG  
LUXEMBOURG

EUROCLEAR BANK S.A./N.V.  
1, BOULEVARD ROI ALBERT II  
1210 BRUSSELS  
BELGIUM

SEGAINTERSETTLE AG  
BASLERSTRASSE 100  
CH-4600 OLTEN  
SWITZERLAND

THE BANK OF NEW YORK MELLON, AS INDENTURED  
TRUSTEE  
101 BARCLAY STREET, 8 WEST  
NEW YORK, NY 10286

THE BANK OF NEW YORK MELLON - LONDON BRANCH  
ATTN: SANAJAY JOBANPUTRA, VICE PRESIDENT, GLOBAL  
CORPORATE TRUST  
ONE CANADA SQUARE  
LONDON, E14 5AL  
ENGLAND

COVINGTON & BURLING LLP  
C/O WILMINGTON TRUST COMPANY, AS INDENTURED  
TRUSTEE  
ATTN: MICHAEL B. HOPKINS, MARTIN E. BEELER  
THE NEW YORK TIMES BUILDING  
620 EIGHTH AVENUE  
NEW YORK, NY 10018

BANK OF TAIPEI  
NO.133, SEC. 2, YANPING N. RD.,  
DATONG DISTRICT  
TAIPEI, TAIWAN

BANK OF TAIWAN NEW YORK AGENCY  
ATTN: LISA WANG  
100 WALL STREET, 11TH FLOOR  
NEW YORK, NY 10005

BANK OF TOKYO/ MIZUHO BANK  
1-1-5, UCHISAIWAICHO,  
CHIYODA-KU  
TOKYO 100-0011  
JAPAN

CITIBANK  
111 WALL STREET  
NEW YORK, NY 10048

FREDDIE MAC FOUNDATION INC  
DELAWARE MANAGEMENT BUSINESS TRUST  
2005 MARKET STREET #40  
PHILADELPHIA, PA 19103-7094

FREDDIE MAC FOUNDATION  
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MC LEAN, VA 22102

HVB / VEREINSBANK AKTIEGESELLSCHAFT  
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80538 MUNICH  
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SUMITOMO MITSUI BANKING CORP  
101 PARK AVE  
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SUMITOMO MITSUI BANKING CORP.  
277 PARK AVENUE  
NEW YORK, NY 10172

SUMITOMO MITSUI BANKING CORP.  
ATTN: SEAN EDWARDS  
HEAD OF LEGAL-EUROPE DIVISON  
99 QUEEN VICTORIA STREET  
LONDON, EC4V 4EH  
UNITED KINGDOM

SUMITOMO TRUST & BANKING CO. LTD, THE  
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MARUNOUCHI  
CHIYODA-KU  
TOKYO, 100-6611  
JAPAN

THE SUMITOMO TRUST BANKING CORP.  
BY ALLIANCEBERNSTEIN L.P., AS  
1345 AVENUE OF THE AMERICAS  
NEW YORK, NY 10105

THE SUMITOMO TRUST BANKING CORP.  
C/O SEWARD & KISSEL LLP  
RONALD L COHEN, ESQ  
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US BANKCORP  
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BOSTON, MA 02110

WELLS FARGO BANK NORTHWEST, NA  
AS INDENTURED TRUSTEE  
299 SOUTH MAIN STREET, 12TH FLOOR  
ATTN: VAL T. ORTON  
SALT LAKE CITY, UT 84111

WELLS FARGO BANK NS, AS TRUSTEE  
C/O GALLIARD CAPITAL MANAGEMENT  
LASALLE PLAZA, SUITE 2060  
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MINNEAPOLIS, MN 55479

WELLS FARGO BANK N.A. AS TRUSTEE  
C/O GALLIARD CAPITAL MANAGEMENT INC  
ATTN: JOHN R CASWELL  
800 LASALLE AVENUE, SUITE 1100  
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WELLS FARGO BANK, NATIONAL ASSOCIATION, AS  
INDENTURE TRUSTEE  
C/O MINTZ LEVIN  
ATTN: DANIEL S. BLECK  
ONE FINANCIAL CENTER  
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WELLS FARGO BANK, N.A., AS TRUSTEE  
9062 OLD ANNAPOLIS ROAD  
COLUMBIA, MD 21045

WELLS FARGO BANK, NA, AS TRUSTEE  
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MINNEAPOLIS, MN 55479

WELLS FARGO SECURITIES INTERNATIONAL  
(F/K/A WACHOVIA SECURITIES INTERNATIONAL LIMITED)  
1 PLANTATION PLACE  
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WELLS FARGO SECURITIES, LLC  
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WELLS FARGO & COMPANY  
(SUCCESSOR TO WACHOVIA CORPORATION)  
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SAN FRANCISCO, CA 94104

WILMINGTON TRUST COMPANY, AS INDENTURED TRUSTEE  
ATTN: JULIE J. BECKER  
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DROP CODE: 1700/MINNESOTA  
MINNEAPOLIS, MINNESOTA 55402-1544

WILMINGTON TRUST COMPANY, IN ITS CAPACITY AS  
TRUSTEE  
C/O MICHAEL A. FAGONE, ESQ.  
BERSTEIN SHUR SWAYER & NELSON  
100 MIDDLE STREET, P.O. BOX 9729  
PORTLAND, ME 04104-5029

WILMINGTON TRUST SP SERVICES LONDON LIMITED  
FIFTH FLOOR  
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UNITED KINGDOM

WILMINGTON TRUST COMPANY, AS TRUSTEE  
ATTN JOSH JONES  
1100 N. MARKET STREET  
WILMINGTON, DE 19890

EUROCLEAR FINLAND LTD  
KIMMO KOSKINEN  
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CLEARSTREAM INTERNATIONAL S.A.  
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